

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | |
|---|-------------------------|
| In re: | Chapter 11 |
| W.R. Grace & Co., <u>et al.</u> , | Case No. 01-01139 (JKF) |
| Debtors. | Jointly Administered |
| Hearing Date: To be determined Objection Date: December 8, 2008 at 4:00 p.m. | |

**EIGHTY-FIRST MONTHLY FEE APPLICATION OF DUANE MORRIS LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM OCTOBER 1, 2008 THROUGH OCTOBER 31, 2008**

| | |
|---|---|
| Name of Applicant | Duane Morris LLP |
| Authorized to Provide Professional Services to: | Official Committee of Unsecured Creditors |
| Date of Retention: | April 17, 2001 |
| Period for which compensation and reimbursement is sought | October 1, 2008 through October 31, 2008 |
| Amount of Compensation sought as actual, reasonable and necessary: | \$ 30,909.00 (80% \$24,727.20) |
| Amount of Expense Reimbursement sought as actual, reasonable and necessary: | \$2,724.44 |

This is an: monthly interim final application.

This is the Eighty-First monthly fee application of Duane Morris LLP.

PRIOR APPLICATIONS FILED

| | | Requested | | Approved for Payment | |
|--|-----------------------|------------------|-----------------|-----------------------------|-----------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| August 30, 2001 | 7/1/01-7/31/01 | \$9,490.50 | \$1209.90 | \$7,592.40 | \$1,209.90 |
| February 5, 2002 (combined 2 nd and 3 rd applications) | 8/1/01 – 9/30/01 | \$12,885.00 | \$7,903.44 | \$10,308.00 | \$7,903.44 |
| February 11, 2002 (combined 4 th , 5 th and 6 th applications) | 10/1/01 – 12/31/01 | \$17,349.50 | \$3,436.30 | \$13,879.60 | \$3,436.30 |
| March 28, 2002 | 1/1/02 – 1/31/02 | \$13,454.50 | \$776.18 | \$10,763.60 | \$776.18 |
| May 16, 2002 | 2/2/02 – 2/28/02 | \$16,428.50 | \$3,859.31 | \$13,142.80 | \$3,859.31 |
| May 16, 2002 | 3/1/02-3/31/02 | \$8,876.50 | \$478.10 | \$7,101.20 | \$478.10 |
| August 28, 2002 | 4/1/02 – 6/30/02 | \$50,323.00 | \$4,181.96 | \$40,258.40 | \$4,181.96 |
| October 24, 2002 | 7/1/02 – 9/30/02 | \$89,953.00 | \$8,038.01 | \$89,652.00 | \$8,038.01 |
| March 28, 2003 | 10/1/02 – 12/31/02 | \$61,880.50 | \$3,757.47 | \$61,880.50 | \$3,757.47 |
| March 31, 2003 | 1/1/03 – 1/31/03 | \$9,834.00 | \$1,066.57 | \$7,867.20 | \$1,066.57 |
| March 31, 2003 | 2/1/03 – 2/28/03 | \$12,454.00 | \$96.87 | \$9,963.20 | \$96.87 |
| June 18, 2003 | 3/1/03 – 3/31/03 | \$10,612.90 | \$252.18 | \$8,490.32 | \$252.18 |
| June 19, 2003 | 4/1/03 - 4/30/03 | \$13,689.00 | \$2,335.98 | \$10,951.20 | \$2,335.98 |
| July 21, 2003 | 5/1/03 - 5/31/03 | \$11,483.00 | \$697.27 | \$9,186.40 | \$697.27 |
| September 18, 2003 | 6/1/03 - | \$7,691.50 | \$756.70 | \$6,153.20 | \$756.70 |

| | | Requested | | Approved for Payment | |
|--------------------|--------------------|-------------|------------|----------------------|------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| | 6/30/03 | | | | |
| September 18, 2003 | 7/1/03 - 7/31/03 | \$14,784.00 | \$87.89 | \$11,827.20 | \$87.89 |
| September 18, 2003 | 8/1/03 - 8/31/03 | \$10,760.00 | \$1.50 | \$8,608.00 | \$1.50 |
| October 20, 2003 | 9/1/03 – 9/30/03 | \$14,496.50 | \$262.21 | \$11,597.20 | \$262.21 |
| January 29, 2004 | 10/1/03 – 10/31/03 | \$31,068.50 | \$342.06 | \$24,854.80 | \$342.06 |
| January 29, 2004 | 11/1/03 – 11/30/03 | \$13,101.50 | \$193.46 | \$10,481.20 | \$193.46 |
| January 29, 2004 | 12/1/03 – 12/30/03 | \$20,454.50 | \$221.26 | \$16,363.60 | \$221.26 |
| June 22, 2004 | 1/1/04 – 1/31/04 | \$22,612.50 | \$872.84 | \$18,090.00 | \$872.84 |
| June 22, 2004 | 2/1/04 – 2/29/04 | \$11,260.50 | \$489.46 | \$9,008.40 | \$489.46 |
| June 22, 2004 | 3/1/04 – 3/31/04 | \$11,766.00 | \$16.05 | \$9,412.80 | \$16.05 |
| June 28, 2004 | 4/1/04 – 4/30/04 | \$16,984.50 | \$980.26 | \$13,587.60 | \$980.26 |
| June 30, 2004 | 5/1/04 – 5/31/04 | \$32,817.00 | \$2,190.53 | \$26,253.60 | \$2,190.53 |
| July 30, 2004 | 6/1/04 – 6/30/04 | \$27,416.50 | \$738.78 | \$21,933.20 | \$738.78 |
| August 25, 2004 | 7/1/04 - 7/31/04 | \$19,040.00 | \$201.17 | \$15,232.00 | \$201.17 |
| September 23, 2004 | 8/1/04- 8/31/04 | \$18,098.50 | \$383.56 | \$14,478.80 | \$383.56 |
| October 20, 2004 | 9/1/04 – 9/30/04 | \$18,370.50 | \$198.58 | \$14,696.40 | \$198.58 |

| | | Requested | | Approved for Payment | |
|--------------------|--------------------|-------------|------------|----------------------|------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| November 19, 2004 | 10/1/04 – 10/31/04 | \$26,153.50 | \$228.76 | \$20,922.80 | \$228.76 |
| December 17, 2004 | 11/1/04 – 11/30/04 | \$33,416.50 | \$9,327.54 | \$26,733.20 | \$9,327.54 |
| January 18, 2005 | 12/1/05 - 12/31/05 | \$40,701.00 | \$563.95 | \$32,560.80 | \$563.95 |
| March 3, 2005 | 1/1/05 – 1/31/05 | \$41,319.50 | \$2,508.99 | \$33,055.60 | \$2,508.99 |
| March 21, 2005 | 2/1/05 – 2/28/05 | \$19,744.50 | \$176.37 | \$15,795.60 | \$176.37 |
| April 22, 2005 | 3/1/05 – 3/31/05 | \$17,413.00 | \$1,001.41 | \$13,030.40 | \$1,001.41 |
| May 24, 2005 | 4/1/05 – 4/30/05 | \$12,196.00 | \$41.50 | \$9,756.80 | \$41.50 |
| June 20, 2005 | 5/1/05- 5/30/05 | \$17,670.50 | \$421.11 | \$14,136.40 | \$421.11 |
| July 21,2005 | 6/1/05- 6/30/05 | \$15,429.99 | \$685.78 | \$12,343.20 | \$685.78 |
| August 30, 2005 | 7/1/05- 7/31/05 | \$26,044.50 | \$1,766.47 | \$20,835.60 | \$1,766.47 |
| September 30, 2005 | 8/1/05- 8/31/05 | \$15,111.00 | \$436.15 | \$12,088.80 | \$436.15 |
| October 20, 2005 | 9/1/05 – 9/30/05 | \$13,118.50 | \$731.74 | \$10,494.80 | \$731.74 |
| November 18, 2005 | 10/1/05- 10/31/05 | \$18,014.00 | \$40.22 | \$14,411.20 | \$40.22 |
| December 19, 2005 | 11/1/05 – 11/30/05 | \$13,114.00 | \$365.64 | \$12,893.90 | \$365.64 |
| February 6, 2006 | 12/1/05 – 12/31/05 | \$20,159.00 | \$1,871.84 | Pending | Pending |

| | | Requested | | Approved for Payment | |
|-------------------|--------------------|-------------|------------|----------------------|------------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| March 2, 2006 | 1/1/06 – 1/28/06 | \$21,157.40 | \$517.90 | \$16,930.00 | \$517.90 |
| March 13, 2006 | 2/1/06 – 2/28/06 | \$11,268.50 | \$0.00 | \$9,014.80 | \$0.00 |
| April 28, 2006 | 3/1/06 – 3/31/06 | \$15,309.50 | \$424.79 | \$12,247.60 | \$424.79 |
| May 30, 2006 | 4/1/06 – 4/30/06 | \$14,241.50 | \$1,014.93 | \$11,393.20 | \$1,014.93 |
| June 16, 2006 | 5/1/06 – 5/31/06 | \$15,350.50 | \$38.60 | \$12,280.40 | \$38.60 |
| August 10, 2006 | 6/1/06 – 6/30/06 | \$25,877.00 | \$1,968.78 | \$20,701.60 | \$1,968.78 |
| August 30, 2006 | 7/1/06 – 7/31/06 | \$27,754.00 | \$260.05 | 27,754.00 | \$260.05 |
| October 6, 2006 | 8/1/06 – 8/31/06 | \$32,699.50 | \$235.27 | \$32,699.50 | \$235.27 |
| October 30, 2006 | 9/1/06 – 9/30/06 | \$29,511.50 | \$1,537.45 | \$26,511.50 | \$1,537.45 |
| November 30, 2006 | 10/1/06 – 10/31/06 | \$22,550.50 | \$360.17 | \$22,550.50 | \$360.17 |
| January 8, 2007 | 11/1/06 – 11/30/06 | \$52,715.50 | \$462.28 | \$52,715.50 | \$462.28 |
| February 1, 2007 | 12/1/06 – 12/31/06 | \$36,411.00 | \$628.30 | \$36,411.00 | \$208.95 |
| February 28, 2007 | 1/1/07 – 1/31/07 | \$39,970.50 | \$770.49 | \$39,970.50 | \$770.49 |
| April 13, 2007 | 2/1/07 – 2/28/07 | \$23,416.00 | \$81.51 | \$23,416.00 | \$81.51 |
| May 1, 2007 | 3/1/07 – 3/31/07 | \$20,408.50 | \$110.79 | \$20,408.50 | \$110.79 |

| Date Filed | Period Covered | Requested | | Approved for Payment | |
|-----------------------------|-----------------------|------------------|-----------------|-----------------------------|-----------------|
| | | Fees | Expenses | Fees | Expenses |
| July 13, 2007 | 4/1/07 – 4/30/07 | \$17,098.00 | \$677.86 | \$20,408.50 | \$110.79 |
| July 13, 2007 | 5/1/07 – 5/31/07 | \$20,049.00 | \$7,553.02 | \$20,049.00 | \$7,553.02 |
| July 31, 2007 | 6/1/07 – 6/30/07 | \$22,710.50 | \$1,017.52 | \$22,710.50 | \$1,017.52 |
| October 1, 2007 | 7/1/07 – 7/31/07 | \$43,373.50 | \$1,544.99 | Pending | Pending |
| October 1, 2007 | 8/1/07 – 8/31/07 | \$23,739.50 | \$1,306.17 | Pending | Pending |
| October 30, 2007 | 9/1/07 – 9/30/07 | \$36,004.00 | \$48.39 | Pending | Pending |
| December 3, 2007 | 10/1/07 – 10/31/07 | \$28,085.50 | \$3,244.17 | Pending | Pending |
| January 3, 2008 | 11/1/07 – 11/30/07 | \$29,455.00 | \$860.54 | Pending | Pending |
| January 29, 2008 | 12/1/07 – 12/31/07 | \$49,823.00 | \$505.80 | Pending \ | Pending |
| March 10, 2008 ¹ | 1/1/08 – 2/29/08 | \$58,572.80 | \$10,713.36 | Pending | Pending |
| May 1, 2008 | 3/1/08 – 3/31/08 | \$50,913.00 | \$1,171.03 | Pending | Pending |
| May 21, 2008 | 4/1/08 – 4/30/08 | \$84,772.50 | \$1,770.07 | Pending | Pending |
| June 27, 2008 | 5/1/08 – 5/31/08 | \$23,242.00 | \$1,913.97 | Pending | Pending |

¹ The title of this Application [D.I. 18254] states that the fee application was for the period January 1, 2008 through January 31, 2008, when it should have identified the period as January 1, 2008 through February 29, 2008.

| | | Requested | | Approved for Payment | |
|-------------------|------------------|-------------|------------|----------------------|----------|
| Date Filed | Period Covered | Fees | Expenses | Fees | Expenses |
| July 28, 2008 | 6/1/08 – 6/30/08 | \$28,668.00 | \$888.00 | Pending | Pending |
| August 28, 2008 | 7/1/08 – 7/31/08 | \$30,341.50 | \$183.79 | Pending | Pending |
| October 13, 2008 | 8/1/08 – 8/31/08 | \$21,406.50 | \$2,380.26 | Pending | Pending |
| November 12, 2008 | 9/1/08 – 9/30/08 | \$25,857.00 | \$784.16 | Pending | Pending |

SUMMARY OF COMPENSABLE TIME

| Name of Professional Person | Position of the Applicant/No. of Years in Position | Hourly Billing Rate | Total Billed Hours | Total Compensation |
|-----------------------------|--|---------------------|--------------------|--------------------|
| William S. Katchen | Of Counsel/41 years | \$705.00 | 30.80 | \$21,714.00 |
| Michael R. Lastowski | Partner/27 years | \$645.00 | 9.90 | \$6,385.50 |
| Richard W. Riley | Partner/21 years | \$520.00 | .40 | \$208.00 |
| Matthew Hoffman | Associate/3 years | \$295.00 | .90 | \$265.00 |
| Beth A. Gruppo | Paralegal | \$250.00 | 1.70 | \$425.00 |
| Elizabeth M. O'Byrne | Paralegal | \$195.00 | 9.80 | \$1,911.00 |

Total Fees: **\$30,909.00**
Total Hours: **53.50**

COMPENSATION SUMMARY BY TASK CODE

| Project Category | Total Hours | Total Fees |
|--|--------------|--------------------|
| Asset Disposition (02) | | |
| Business Operations (03) | | |
| Case Administration (04) | 7.10 | \$1,478.00 |
| Claim Analysis Objection Resolution and Estimation (Asbestos) (05) | .60 | \$387.00 |
| Claim Analysis Objections and Resolution (Non-Asbestos) (06) | 1.40 | \$903.00 |
| Committee (All – Creditors’, Noteholders’, Equity Holders) (07) | 8.20 | \$5,412.00 |
| Employee Benefits/Pension (08) | | |
| Employment Applications/Applicant (09) | | |
| Employment Applications, Others (10) | | |
| Fee Applications, Applicant (12) | 1.60 | \$312.00 |
| Fee Applications, Others (13) | 2.40 | \$468.00 |
| Financing (14) | | |
| Hearings (15) | 4.00 | \$2,580.00 |
| Litigation and Litigation Consulting (16) | | |
| Plan and Disclosure Statement (17) | 6.10 | \$3,992.50 |
| Relief from Stay Proceedings (18) | | |
| Tax Issues (19) | | |
| Other (25) | 22.10 | \$15,376.50 |
| Accounting/Auditing (26) | | |
| Business Analysis (27) | | |
| Data Analysis (29) | | |
| Fraudulent Conveyance Adversary Proceeding (30) | | |
| TOTAL | 53.50 | \$30,909.00 |

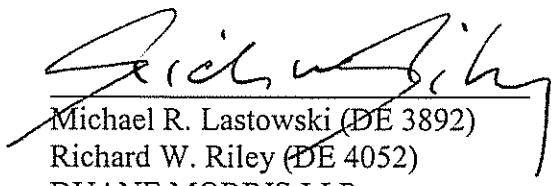
EXPENSE SUMMARY

| Expense Category | Provider | Total Expenses |
|---------------------------------|------------------|-------------------|
| Air Travel | N/A | |
| Deposition Transcript | N/A | |
| Dinner | Local | \$23.11 |
| Document E-Filing | Parcels | |
| Document Retrieval | Parcels | |
| Docket Updates | Duane Morris LLP | |
| Meeting Expense | N/A | |
| Lexis Legal Research | Lexis Nexis | |
| Messenger Service | Parcels | |
| Overnight Mail | Federal Express | \$60.73 |
| Overtime Related Costs | N/A | |
| Postage | Duane Morris LLP | |
| Printing & Duplicating-External | Parcels, Inc. | \$2,542.66 |
| Printing & Duplicating-Internal | Duane Morris LLP | |
| Taxi Fares – Pittsburgh | N/A | |
| Telecopy | Duane Morris LLP | |
| Telephone | Duane Morris LLP | |
| Telephonic Court Appearance MRL | CourtCall | |
| Travel Away From Home | N/A | \$50.29 |
| Travel – Local | | \$47.65 |
| WestLaw Legal Research | | |
| TOTAL | | \$2,724.44 |

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WHEREFORE, Duane Morris LLP respectfully requests that, for the period October 1, 2008 through October 31, 2008, an interim allowance be made to Duane Morris LLP for compensation in the amount of \$24,727.20 (80% of allowed fees) and \$2,724.44 for reimbursement of expenses be authorized, and for such other and further relief as this Court may deem just and proper.

Dated: November 18, 2008
Wilmington, Delaware



~~Richard W. Riley~~

Michael R. Lastowski (DE 3892)

Richard W. Riley (DE 4052)

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Co-Counsel to the Official Committee of Unsecured Creditors